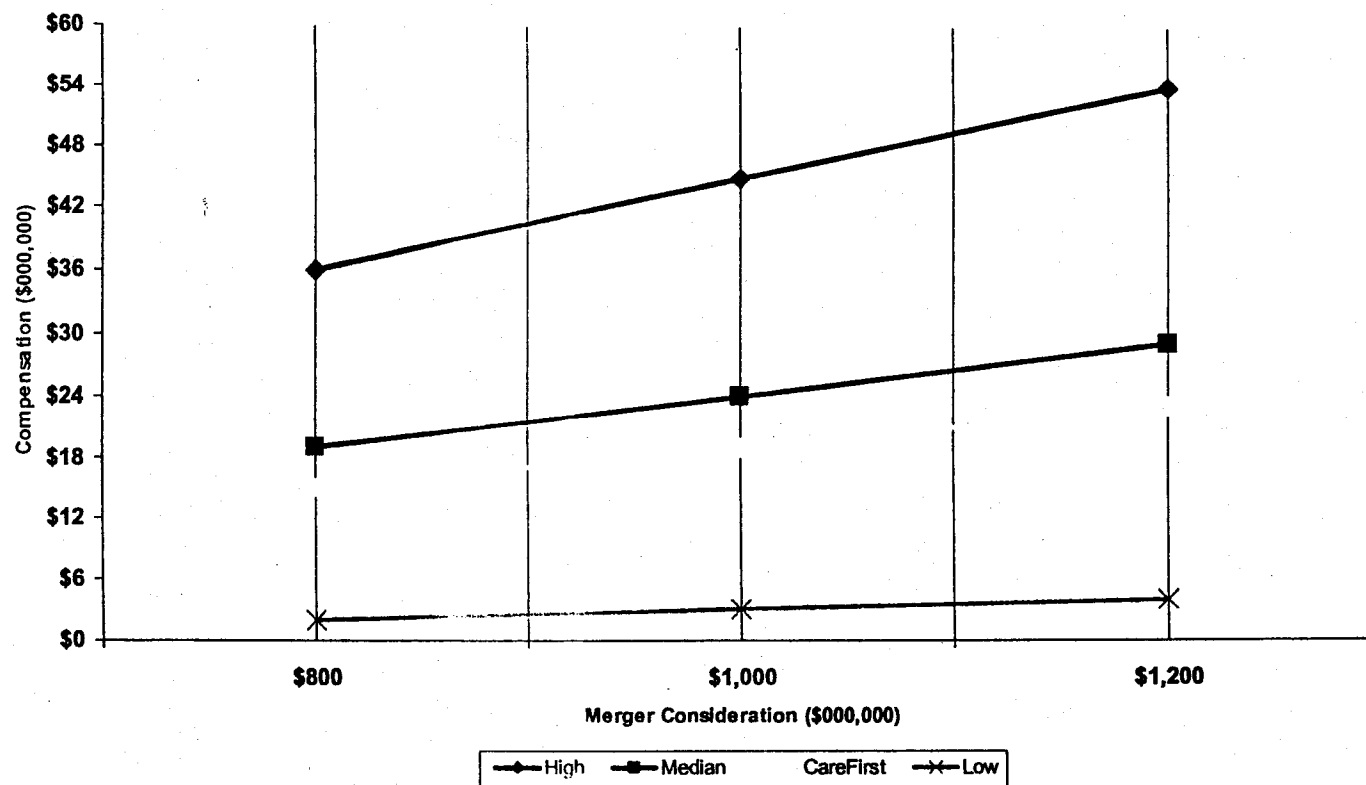


# Equity-Based Compensation Comparison

## Equity-Based Compensation Comparison Executive Officers (Including CEO)

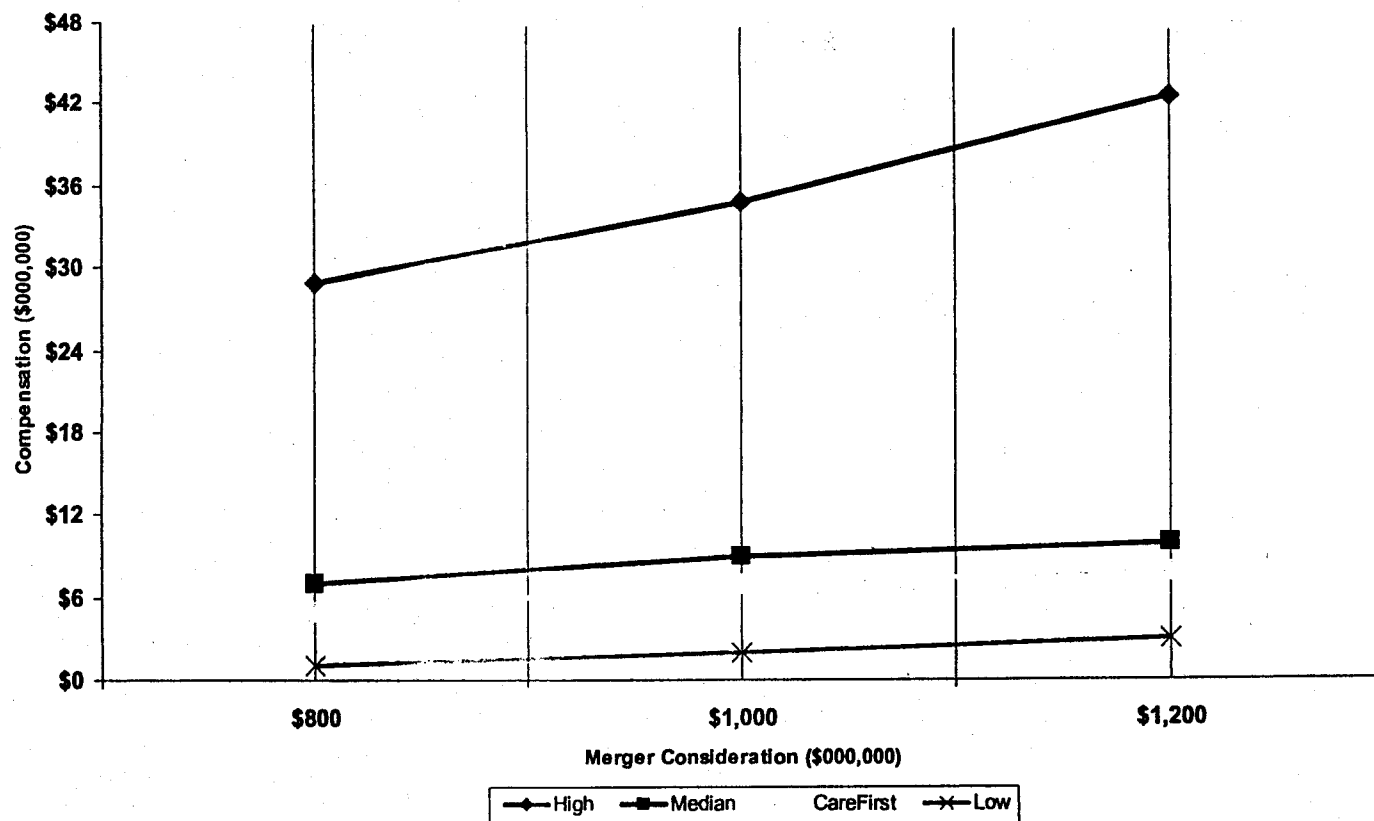


OCC 016286

HayGroup

# Equity-Based Compensation Comparison

## Equity-Based Compensation Comparison Chief Executive Officer



OCC 016287

HayGroup

## *Retention Bonuses*

- It is Essential to Retain Other Key Executives through the Merger:
  - Maintain Stability of Operations
  - Minimize Risk of Talent Defection
- A multiple of Base Salary (0.5 to 1.0) is Commonly Used for this Purpose.
- Therefore, to Complete the Transaction:
  - All Key Executives (67 Employees) Receive \$25.1 million (Cerulean Awarded \$30.0 million, for a \$700 million Transaction)
  - In Addition, Cerulean Awarded Another \$17.9 million to Other Employees. In Total, Cerulean Awarded \$47.9 million (6.84%) in Merger Retention Bonuses to 247 Employees

OCC 016288

**HayGroup**

This Slide has been Intentionally  
Left Blank

OCC 016289